

GREENBRIER
LEASING COMPANY LLC

RECORDATION NO. 19719-E FEB

FEB 08 11 -3 00 PM

Greenbrier Leasing Company LLC
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

February 7, 2011

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

FEB 9 2011
RECEIVED

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Full Termination of Memoranda of Lease dated December 27, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated May 17, 1995, a memorandum of which was duly filed and recorded on November 20, 1995 and assigned Recordation Number 19719.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza, Second Floor
Providence, RI 02903

Lessee: Colorado & Wyoming Railway Company
2100 S Freeway
Pueblo, CO 81004

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 52-foot 6-inch, 110-ton, 286,000 lbs. GRL gondola railcars marked and numbered CW 5000 through CW 5099.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is:

Full Termination of Memoranda of Lease dated December 27, 2010.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

FEB 09 '11 -3 00 PM

FULL TERMINATION OF MEMORANDA OF LEASE

SURFACE TRANSPORTATION BOARD

This Full Termination of Memoranda of Lease, effective December 27, 2010, is filed by Banc of America Leasing & Capital, LLC:

(a) as ultimate assignee of Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation ("Greenbrier") with respect to that certain Lease Agreement dated May 17, 1995 between Banc of America Leasing & Capital, LLC (as ultimate assignee of Greenbrier), as Lessor, and Colorado & Wyoming Railway Company, as Lessee, covering one hundred (100) 52'6", 100-ton, 286,000 lbs., 5'6" high side gondola railcars marked and numbered CW 5000 through CW 5099, inclusive (the "Lease Agreement"), and the related Memorandum of Lease recorded with the Surface Transportation Board on November 20, 1995 at 3:35 P.M. and assigned primary Recordation Number 19719 (the "Memorandum of Lease");

(b) as ultimate assignee of MetLife Capital, Limited Partnership, with respect to that certain Memorandum of Assignment of Master Equipment Lease Agreement recorded with the Surface Transportation Board on December 28, 1995 at 1:55 P.M. and assigned Recordation Number 19719-A;

(c) as ultimate assignee of General Electric Business Asset Funding Corporation as successor to MetLife Capital, Limited Partnership, and The Fifth Third Leasing Company with respect to that certain Memorandum of Assignment of Lease Agreement recorded with the Surface Transportation Board on November 19, 1999 and assigned Recordation Number 19719-B;

(d) as ultimate assignee and successor by merger to LaSalle National Leasing Corporation with respect to that certain Memorandum of Assignment of Lease recorded with the Surface Transportation Board on July 1, 2005 and assigned Recordation Number 19719-C and with respect to that certain Notice of Merger recorded with the Surface Transportation Board on February 18, 2009 and assigned Recordation Number 19719-D;

and terminates the Memorandum of Lease and all secondary recordings under Recordation Number 19719.

This Full Termination of Memoranda of Lease shall not impair or terminate any rights or obligations of the parties under the Lease Agreement which expressly survive termination of the Lease Agreement.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

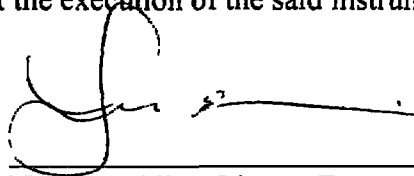
Title: Senior Vice President

STATE OF RHODE ISLAND)

) ss.

COUNTY OF PROVIDENCE)

On this 3RD day of February, 2011, before me personally appeared Stephanie O. Holland to me personally known, who being by me duly sworn, says that she is a Senior Vice President of Banc of America Leasing & Capital, LLC and that the foregoing instrument was signed on behalf of said company, and she acknowledged that the execution of the said instrument was her free act and deed.

A handwritten signature in black ink, appearing to be 'Lisa A. Evora', written over a horizontal line.

Notary Public – Lisa A. Evora

My commission expires: February 8, 2013